

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
NTL INCORPORATED, et al., : Chapter 11
Debtors. : Case No. 02-41316 (ALG)
: (Jointly Administered)
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x

ORDER (i) SCHEDULING HEARING TO CONSIDER ADEQUACY
OF DISCLOSURE STATEMENT, (ii) APPROVING FORM AND MANNER OF
NOTICE, AND (iii) ESTABLISHING DEADLINE AND PROCEDURES
FOR FILING OBJECTIONS TO ADEQUACY OF DISCLOSURE STATEMENT

This matter having come before the Court upon the request of the above-captioned Debtors, made on the record at the hearing held on May 23, 2002, for an order (i) scheduling a hearing (the "Disclosure Statement Hearing") to consider the adequacy of the information contained in the Debtors' disclosure statement (as it may be amended, supplemented, or otherwise modified, the "Disclosure Statement") with respect to the Amended Joint Reorganization Plan Of NTL Incorporated And Certain Subsidiaries, dated May 24, 2002 (as it may be further amended, supplemented, or otherwise modified, the "Plan"); (ii) approving the form and manner of notice of the Disclosure Statement Hearing; and (iii) establishing a deadline and procedures for filing objections and proposed modifications to the Disclosure Statement; and the Court having considered the Debtors' request and determined that granting the relief requested is in the best interests of the

Debtors, their estates, their creditors, and other parties-in-interest; and upon the record of these cases; and after due deliberation thereon; and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Disclosure Statement Hearing shall commence on July 12, 2002, at 10:30 a.m., Eastern Time.

2. Notice of the Disclosure Statement Hearing shall be good and sufficient, and no other or further notice shall be required if (a) not later than June 4, 2002, the Debtors serve or caused to be served a notice of the Disclosure Statement Hearing, substantially in the form of the notice annexed hereto as Exhibit A (the "Disclosure Statement Hearing Notice"), the form of which is hereby approved, by first class United States mail, postage prepaid, upon all creditors and equity security holders known to the Debtors as of the Voting Record Date (as defined in the Plan) and (b) not later than June 5, 2002, the Debtors cause the Disclosure Statement Hearing Notice to be published once in each of (i) the U.S. national edition of The Wall Street Journal and (ii) either the Financial Times or the international edition of The Wall Street Journal.

3. No further notice shall be given to holders of claims against, or interests in, the Debtors of any adjournment or continuance of the Disclosure Statement Hearing or

extensions of the Objection Deadline (as defined below), except as announced in open court at the Disclosure Statement Hearing.

4. To be considered by the Court, objections or proposed modifications, if any, to Disclosure Statement must (a) be in writing, (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules, (c) state the name of the objector and the nature and amount of its claim against or interest in the Debtor(s), (d) identify the specific page or section of the Disclosure Statement to which the objection or modification refers, (e) state with particularity the legal and factual bases for the objection or proposed modification, including suggested language to be added or existing language to be amended or deleted, and (f) be filed with the Court, together with proof of service, at <http://www.nysb.uscourts.gov>, in accordance with the Court's General Order setting forth Electronic Filing Procedures, as amended, with a hard copy delivered to the chambers of the Honorable Allan L. Gropper, and served so that they are RECEIVED no later than 4:00 p.m. (Eastern Time) on July 3, 2002 (the "Objection Deadline") by: (i) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036-6522 (Attn: Kayalyn A. Marafioti, Esq. and Lawrence V. Gelber, Esq.), (ii) counsel for the Steering Committee, Fried, Frank, Harris, Shriver & Jacobson,

One New York Plaza, New York, New York 10004-1980 (Attn: Brad Eric Scheler,
Esq. and Lawrence A. First, Esq.), and (iii) The Office of the United States Trustee, 33
Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Richard C. Morrissey,
Esq.).

Dated: New York, New York
May 30, 2002

/s/ Allan L. Gropper
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Disclosure Statement Hearing Notice

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re : Chapter 11
NTL INCORPORATED, et al. : Case No. 02-41316 (ALG)
Debtors. : (Jointly Administered)
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NOTICE OF HEARING ON APPROVAL OF DISCLOSURE STATEMENT

PLEASE TAKE NOTICE that on May 24, 2002, NTL Incorporated and certain of its subsidiaries, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed with the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), their amended joint reorganization plan (as it may be further amended, supplemented, or modified, the "Plan") and disclosure statement with respect to the Plan (as it may be amended, supplemented, or modified, the "Disclosure Statement").

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Disclosure Statement (the "Disclosure Statement Hearing") shall be held on July 12, 2002 at 10:30 a.m. (Eastern Time), or as soon thereafter as counsel can be heard, before the Honorable Allan L. Gropper, United States Bankruptcy Court Judge, in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004. The Disclosure Statement Hearing may be adjourned or continued from time to time by announcing such adjournment or continuance in open court, all without further notice to parties in interest.

PLEASE TAKE FURTHER NOTICE that objections or proposed modifications, if any, to Disclosure Statement *must* (a) be in writing; (b) comply with the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules; (c) state the name of the objector and the nature and amount of its claim against or interest in the Debtor(s); (d) identify the specific page or section of the Disclosure Statement to which the objection or modification refers; (e) state with particularity the legal and factual bases for the objection or proposed modification, including suggested language to be added or existing language to be amended or deleted; and (f) be filed with the Bankruptcy Court, together with proof of service, at <http://www.nysb.uscourts.gov>, in accordance with the Bankruptcy Court's General Order setting forth Electronic Filing Procedures, as amended, with a hard copy delivered to the chambers of the Honorable Allan L. Gropper, and served so that they are RECEIVED no later than 4:00 p.m. (Eastern Time) on July 3, 2002 by: (a) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036-6522 (Attn: Kayalyn A. Marafioti, Esq. and Lawrence V. Gelber, Esq.), (b) counsel for the Steering Committee, Fried, Frank, Harris, Shriver & Jacobson, One New York Plaza, New York, New York 10004-1980 (Attn: Brad Eric Scheler, Esq. and Lawrence A. First, Esq.), and (c) The Office of the United States Trustee, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Richard C. Morrissey, Esq.). **ANY OBJECTION NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH ABOVE WILL NOT BE CONSIDERED AND WILL BE OVERRULED BY THE COURT.**

PLEASE TAKE FURTHER NOTICE that any party in interest wishing to obtain a copy of the Plan or the Disclosure Statement, or any exhibits to those documents, may access the Bankruptcy Court's website at <http://www.nysb.uscourts.gov> (registration and a password are required). Alternatively, any party may request such copies, at its own expense unless otherwise specifically required by Fed. R. Bankr. P. 3017(d), by contacting the Debtors' solicitation agent, Innisfree M&A Incorporated, in writing at 501 Madison Avenue, 20th Floor, New York, New York 10022 or by telephone at (877) 750-2689. All documents that are filed with the Bankruptcy Court also may be reviewed during regular business hours (from 9:30 a.m. to 12:00 p.m. and 1:30 p.m. to 4:30 p.m. weekdays, except legal holidays) at the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408.

PLEASE TAKE FURTHER NOTICE this notice is not a solicitation of acceptance or rejections of the Plan. Votes on the Plan may not be solicited unless and until the proposed Disclosure Statement is approved by an order of the Bankruptcy Court.

Dated: New York, New York
May 30, 2002

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-and-

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Attorneys for NTL Incorporated, *et al.*,
Debtors and Debtors-in-Possession